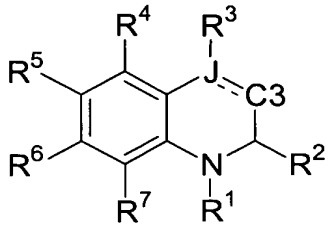
What is claimed is:

1. A compound according to Formula I



Formula I

Wherein

C3 is carbon;

J is nitrogen or carbon, wherein if J is carbon, then the bond between C3 and J is a single or double bond and if J is nitrogen, then the bond between C3 and J is a single bond;

R^1 is Y, W-X or W-Y^1; wherein W is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl; X is -O-Y, -S-Y, -N(H)-Y or -N-$(Y)_2$; Y for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein each carbon, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z; and Y^1 for each occurrence is independently Z or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein each carbon, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z; wherein Z is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or

a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen; and said Z substituent is optionally mono-, di- or tri-substituted independently with halo, $(C_2$-$C_6)$alkenyl, $(C_1$-$C_6)$ alkyl, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, amino, nitro, cyano, oxo, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino wherein said $(C_1$-$C_6)$alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, amino, nitro, cyano, oxo, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino, said $(C_1$-$C_6)$alkyl or $(C_1$-$C_6)$alkoxy substituent is also optionally substituted with from one to nine fluorines;

R^2 is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein each carbon, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen and sulfur, and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon chain is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo,; or said R^2 is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen and sulfur, wherein said R^2 ring is optionally attached through $(C_1$-$C_4)$alkyl; wherein said R^2 ring is optionally mono-, di- or tri-substituted independently with halo, $(C_2$-$C_6)$alkenyl, $(C_1$-$C_6)$ alkyl, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, amino, nitro, cyano, oxo, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino wherein said $(C_1$-$C_6)$alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, oxo or $(C_1$-$C_6)$alkyloxycarbonyl;

R^3 is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain having C4a, wherein C4a is a carbon atom that connects to J, wherein each carbon in the carbon chain may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen, and said carbon is optionally mono-, di- or tri-substituted with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo or nitrogen, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with hydrogen or oxo, and said carbon chain is

mono, di-, or tri-substituted with V at C4a or the R^3 carbon adjacent to C4a; provided that in R^3 , when J is carbon, it is other than C4a that is optionally replaced with one heteroatom; and provided that in R^3, when J is nitrogen, it is other than C4a that is optionally replaced with a heteroatom and it is other than C4a that is optionally mono-substituted with hydroxy or nitrogen; wherein V is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen such that V is not imidazolyl or a fully saturated heterocyclic nitrogen-containing ring wherein nitrogen of the ring is connected to the R^3 group; a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen; or a tricyclic ring consisting of three fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen; and said V substituent is optionally mono-, di-, tri-, tetra- or penta-substituted independently with V^1, $(C_1$-$C_6)$alkyl-V^1, C(O)-V^1, O-$(C_0$-$C_6)$alkyl-V^1, $(C_1$-$C_6)$alkyl-O-V^1, C(O)-mono-N- or di-N,N-$(C_1$-$C_6)$alkyl-V^1, halo, $(C_1$-$C_6)$alkyl, $(C_2$-$C_6)$alkenyl, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, $(C_1$-$C_4)$alkylsulfinyl, $(C_1$-$C_4)$alkylsulfonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylsulfonyl, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-$(C_1$-$C_6)$ alkylcarboxamoyl, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino, wherein said $(C_1$-$C_6)$alkyl or $(C_2$-$C_6)$alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, amino, nitro, cyano, oxo, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino, wherein each $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, $(C_1$-$C_4)$alkylsulfonyl or $(C_2$-$C_6)$alkenyl substituents are also optionally substituted with from one to nine fluorines; wherein V^1 is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen; and said V^1 substituent is optionally mono-, di-, tri-, tetra- or penta-substituted independently with halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, hydroxy, oxo, amino, nitro, cyano, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-

N,N-(C_1-C_6)alkylamino wherein said (C_1-C_6)alkyl substituent is optionally mono-substituted with oxo, said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent is also optionally substituted with from one to nine fluorines; and

each of R^4, R^5, R^6 and R^7 are independently hydrogen, a bond, nitro or halo wherein said bond is substituted with T or a partially saturated, fully saturated or fully unsaturated (C_1-C_{12}) straight or branched carbon chain wherein each carbon may optionally be replaced with one or two heteroatoms per carbon chain wherein the heteroatoms are selected independently from oxygen, sulfur and nitrogen, wherein said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo or nitrogen, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with hydrogen or oxo, and said carbon chain is optionally mono-substituted with T; wherein T is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen; and said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, (C_2-C_6)alkenyl, hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, nitro, cyano, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino wherein said (C_1-C_6)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, nitro, cyano, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino, said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent also optionally has from one to nine fluorines;

R^4 and R^5, R^5 and R^6, and/or R^6 and R^7 may optionally be taken together and can form at least one ring that is a partially saturated or fully unsaturated four to eight membered ring optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen; wherein each ring formed by R^4 and R^5, or R^5 and R^6, and/or R^6 and R^7 is optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, (C_1-C_4)alkylsulfonyl, (C_2-C_6)alkenyl, hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, nitro, cyano, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino wherein said (C_1-C_6)alkyl substituent is optionally mono-,

di- or tri-substituted independently with hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, nitro, cyano, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino, said (C_1-C_6)alkyl substituent also optionally has from one to nine fluorines;

or a pharmaceutically acceptable salt or prodrug thereof;

with the following provisos:

a) when there is a single bond between C3 and J, and R^3 is a fully saturated one to six membered straight or branched carbon chain substituted on C4a with V then R^1 is other than C(O)-(C_1-C_4)alkyl optionally mono-, di- or tri-substituted with halo and R^1 is other than C(O)-monocyclicaromatic ring; or

b) when there is a single bond between C3 and J, and R^3 is –C(O)-O-V, and R^2 is phenyl then R^1 is other than (C_1-C_4)alkyl; and

c) when there is a double bond between C3 and J, and R^2 is methyl then R^3 is other than -CH_2-O-V, –CH_2-V or –CH_2-CH_2-V.

2. A compound of claim 1 wherein

J is carbon;

R^1 is W-X;

W is carbonyl;

X is -O-Y;

Y for each occurrence is independently (C_1-C_6)alkyl, said (C_1-C_6)alkyl optionally having one to nine fluorines or said (C_1-C_6)alkyl optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, (C_1-C_4)alkyl, (C_1-C_4)alkoxy, (C_1-C_4)alkylthio, nitro, cyano, oxo, or (C_1-C_4)alkyloxycarbonyl, said (C_1-C_4)alkyl or (C_1-C_4)alkoxy is optionally substituted with from one to nine fluorines;

R^2 is beta and is a partially saturated, fully saturated or fully unsaturated (C_1-C_4) straight or branched carbon chain wherein one carbon, other than the connecting carbon, may optionally be replaced with oxygen or sulfur and wherein said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon chain is optionally mono-substituted with oxo or hydroxy, said sulfur is optionally mono- or di-substituted with oxo,; or said R^2 is a partially saturated, fully saturated or fully

unsaturated three to five membered ring optionally having one heteroatom selected independently from oxygen and sulfur;

wherein said R^2 ring is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C_1-C_6)alkoxy, amino, nitro, (C_1-C_4)alkyloxycarbonyl or carboxy;

wherein R^3 is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein each carbon, other than C4a, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen, and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with cyano, said carbon is optionally mono-substituted with oxo or nitrogen, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with hydrogen or oxo, and said carbon chain is optionally mono, di-, or tri-substituted with V at C4a or at the R^3 carbon adjacent to C4a; V is a three, four, five or six membered partially saturated, fully saturated or fully unsaturated ring optionally having one to three heteroatoms selected independently from oxygen, sulfur and nitrogen such that V is not imidazolyl or a fully saturated heterocyclic nitrogen-containing ring wherein nitrogen of the ring is connected to the R^3 group;

wherein said V ring is optionally mono-, di-, tri-, tetra- or penta-substituted independently with halo, (C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, (C_1-C_6)alkoxycarbonyl, nitro, cyano or oxo, wherein said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent optionally has from one to nine fluorines;

R^4 is hydrogen;

R^5 and R^6 are each independently hydrogen, halo, T, (C_1-C_6)alkoxy or (C_1-C_6)alkyl, said (C_1-C_6)alkoxy or (C_1-C_6)alkyl substituent optionally having from one to nine fluorines or said (C_1-C_6)alkoxy or (C_1-C_6)alkyl substituent optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated five to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino wherein

said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent optionally has from one to nine fluorines;

R^7 is hydrogen;

or a pharmaceutically acceptable salt thereof.

3. A compound of claim 2 wherein

Y is (C_1-C_4)alkyl, wherein said (C_1-C_4)alkyl substituent optionally has one to nine fluorines;

R^2 is (C_1-C_4)alkyl, cyclopropyl or cyclobutyl;

R^3 is –((C_1-C_4)alkyl)(NH_2)(V), –((C_1-C_3)alkyl)(NH(C_1-C_2)alkyl))(V), –((C_1-C_4)alkyl)(OH)(V), –((C_1-C_4)alkyl)(F)(V), –((C_1-C_2)alkyl)(O-C(O)(C_1-C_2)alkyl)(V), -C(O)-V, -C(OH)(C(O)O(C_1-C_3)alkyl)(V), -CF_2(V), -((C_1-C_2)alkyl)(NHC(O)(C_1-C_2)alkyl)(V), -CH_2(V), –((C_1-C_2)alkyl)(C(O)O(C_1-C_2)alkyl)(V), –((C_1-C_4)alkyl)(C(O)NH_2)(V),–((C_1-C_4)alkyl)(CN)(V), or–((C_1-C_3)alkyl)((C_1-C_3)alkoxy)(V),

V is phenyl optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, nitro, cyano or oxo wherein said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent optionally has from one to nine fluorines;

R^5 and R^6 are each independently hydrogen, halo, (C_1-C_3)alkoxy or (C_1-C_6)alkyl, said (C_1-C_3)alkoxy optionally having from one to seven halo, said (C_1-C_6)alkyl optionally having from one to nine halo;

or a pharmaceutically acceptable salt thereof.

4. A compound of claim 3 wherein

Y is methyl, ethyl, 1-propyl, 2-propyl or tert-butyl;

R^2 is methyl, ethyl, 2-propyl, cyclopropyl or cyclobutyl;

R^3 is -C(O)-V, -C(OH)(C(O)OCH_3)(V), -CH(F)(V), -CF_2(V), -CH(OCH_3)(V), -CH(C(O)OCH_3)(V), -CH(CN)(V), -CH(OH)(V), -CH_2(V), -CH(NH_2)(V), -CH(NH(CH_3))(V), -CH(C(O)NH_2)(V), -CH(CH_2OH)V, -CH(CH_2OCH_3)V, -CH(CH_2OC(O)CH_3)V, -CH(CH_2F)V, or -CH(CH_2NH_2)V; and

V is phenyl optionally mono-, di- or tri-substituted independently with halo, nitro, or (C_1-C_2)alkyl, wherein said (C_1-C_2)alkyl optionally has from one to five fluorines;

R^5 and R^6 are each independently hydrogen, methyl, methoxy or chloro; said methoxy optionally having from one to three fluorines, said methyl optionally having from one to three fluorines;

or a pharmaceutically acceptable salt thereof.

5. A compound of claim 4 wherein

Y is ethyl;

R^2 is ethyl or methyl;

R^3 is (3,5-bis-(trifluoromethyl)-phenyl)-hydroxy-methoxycarbonyl-methyl; (3,5-bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl; (3,5-bis-trifluoromethyl-phenyl)-cyano-methyl, 3,5-bis-trifluoromethyl-benzoyl; (3,5-bis-trifluoromethyl-phenyl)-hydroxy-methyl; (3,5-bis-trifluoromethyl-phenyl)-fluoro-methyl; (3,5-bis-trifluoromethyl-phenyl)-difluoro-methyl; (3,5-bis-(trifluoromethyl)-benzyl); (3,5-bis-trifluoromethyl-phenylcarbamoyl)-methyl; amino-(3,5-bis-(trifluoromethyl)-phenyl)-methyl; (3,5-bis-(trifluoromethyl)-phenyl)-methylamine-methyl; 1-(3,5-bis-(trifluoromethyl)-phenyl)-2-amino-ethyl; 1-(3,5-bis-(trifluoromethyl)-phenyl)-2-fluoro-ethyl; 1-(3,5-bis-(trifluoromethyl)-phenyl)-2-methoxy-ethyl; 1-(3,5-bis-(trifluoromethyl)-phenyl)-2-hydroxy-ethyl; or 2-acetoxy-1-(3,5-bis-(trifluoromethyl)-phenyl)-ethyl;

R^5 is methoxy or trifluoromethyl; and

R^6 is hydrogen or methoxy;

or a pharmaceutically acceptable salt thereof.

6. A compound according to claim 5 wherein the bond between C3 and J is a single bond.

7. A compound according to claim 5 wherein the bond between C3 and J is a double bond.

8. A compound selected from the group consisting of:

(*R*, *R*, *S*)-4-[Amino-(3,5-bis-trifluoromethyl-phenyl)- methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[Amino-(3,5-bis-trifluoromethyl-phenyl)- methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*)-4-(3,5-bis-trifluoromethyl-benzyl)-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[(3,5-bis-trifluoromethyl-phenyl)-methylaminomethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[(3,5-bis-trifluoromethyl-phenyl)-methylaminomethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*)-4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]-6,7-dimethoxy-2-methyl-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R, S*)-4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]-6,7-dimethoxy-2-methyl-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R, S, R*)- 4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl- methoxycarbonyl-methyl]- 6,7-dimethoxy-2-methyl- 3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R, S, S*)-4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]- 6,7-dimethoxy-2-methyl- 3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R, R, S*)-4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]- 6,7-dimethoxy-2-methyl- 3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R, R, R*)-4-[(3,5-bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]- 6,7-dimethoxy-2-methyl- 3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R, S, R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, S, S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, R, S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, R, R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, R, S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, R, S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxy-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R, S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxyl-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-hydroxy-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-hydroxy-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[2-Acetoxy-1-(3,5-bis-trifluoromethyl-phenyl)-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[2-Acetoxy-1-(3,5-bis-trifluoromethyl-phenyl)-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-methoxy-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-methoxy-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-fluoro-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-fluoro-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *R*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-amino-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R*, *S*, *S*)-4-[1-(3,5-Bis-trifluoromethyl-phenyl)-2-amino-ethyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

(*R,S*)-4-(3,5-Bis-trifluoromethyl-benzoyl)-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-benzoyl)-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-fluoro-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-fluoro-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-fluoro-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-fluoro-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R*)-4-(3,5-bis-trifluoromethyl-benzoyl)-2-ethyl-6-trifluoromethyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S*)-4-(3,5-bis-trifluoromethyl-benzoyl)-2-ethyl-6-trifluoromethyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-6,7-dimethoxy-2-methyl-3,4-dihydro-2*H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R,S,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

(*R,R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester; and

(*R,R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-hydroxy-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-*2H*-quinoline-1-carboxylic acid ethyl ester;

or a pharmaceutically acceptable salt or prodrug thereof.

9. A compound of claim 1 wherein

J is nitrogen;

the bond between C3 and J is a single bond;

R^1 is W-X;

W is carbonyl;

X is –O-Y;

Y for each occurrence is independently $(C_1\text{-}C_6)$alkyl, said $(C_1\text{-}C_6)$alkyl optionally having one to nine fluorines or said $(C_1\text{-}C_6)$alkyl optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, $(C_1\text{-}C_4)$alkyl, $(C_1\text{-}C_4)$alkoxy, $(C_1\text{-}C_4)$alkylthio, nitro, cyano, oxo, or $(C_1\text{-}C_4)$alkyloxycarbonyl, said $(C_1\text{-}C_4)$alkyl or $(C_1\text{-}C_4)$alkoxy optionally substituted with from one to nine fluorines;

R^2 is a partially saturated, fully saturated or fully unsaturated $(C_1\text{-}C_4)$ straight or branched carbon chain wherein one carbon, other than the connecting carbon, may optionally be replaced with oxygen or sulfur and wherein said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon chain is optionally mono-substituted with oxo, said carbon is optionally monosubstituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo,; or said R^2 is a partially saturated, fully saturated or fully unsaturated three to five membered ring optionally having one heteroatom selected independently from oxygenand sulfur; wherein said R^2 ring is optionally mono-, di- or tri-substituted independently with halo, hydroxy, $(C_1\text{-}C_6)$alkoxy, amino, nitro, $(C_1\text{-}C_4)$alkyloxycarbonyl or carboxy;

wherein R^3 is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein each carbon, other than C4a or the R^3 carbon adjacent to C4a, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen, and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon, other than C4a, is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with cyano, said carbon is optionally mono-substituted with oxo or nitrogen, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with hydrogen or oxo, and said carbon chain is optionally mono, di-, or tri-substituted with V at C4a or at the the R^3 carbon adjacent to C4a;

V is a five or six membered partially saturated, fully saturated or fully unsaturated ring optionally having one to three heteroatoms selected independently from oxygen, sulfur and nitrogen such that V is not imidazolyl or a fully saturated heterocyclic nitrogen-containing ring wherein nitrogen of the ring is connected to the R^3 group; wherein said V ring is optionally mono-, di-, tri-, tetra- or penta-substituted independently with halo, $(C_1$-$C_6)$alkyl, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_6)$alkoxycarbonyl, nitro, cyano or oxo, wherein said $(C_1$-$C_6)$alkyl or $(C_1$-$C_6)$alkoxy substituent optionally has from one to nine fluorines;

R^4 is hydrogen;

R^5 and R^6 are each independently hydrogen, halo, T, $(C_1$-$C_6)$alkoxy or $(C_1$-$C_6)$alkyl, said $(C_1$-$C_6)$alkoxy or $(C_1$-$C_6)$alkyl substituent optionally having from one to nine fluorines or said $(C_1$-$C_6)$alkoxy or $(C_1$-$C_6)$alkyl substituent optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated five to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, $(C_1$-$C_6)$alkyl, hydroxy, $(C_1$-$C_6)$alkoxy, $(C_1$-$C_4)$alkylthio, amino, oxo, carboxy, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino wherein said $(C_1$-$C_6)$alkyl or $(C_1$-$C_6)$alkoxy substituent optionally has from one to nine fluorines;

R^7 is hydrogen;

or a pharmaceutically acceptable salt thereof.

10. A compound of claim 9 wherein

Y is (C_1-C_4)alkyl, wherein said (C_1-C_4)alkyl substituent optionally has one to nine fluorines;

R^2 is (C_1-C_4)alkyl, cyclopropyl or cyclobutyl;

R^3 is -C(O)-V, -CH(C(O)O(C_1-C_3)alkyl)(V), or -CH(CN)(V);

V is phenyl optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, nitro, cyano or oxo wherein said (C_1-C_6)alkyl substituent optionally has from one to nine fluorines;

R^5 and R^6 are each independently hydrogen, (C_1-C_3)alkoxy or (C_1-C_6)alkyl, said (C_1-C_3)alkoxy optionally having from one to nine fluorines, said (C_1-C_6)alkyl optionally having from one to seven fluorines;

or a pharmaceutically acceptable salt thereof.

11. A compound of claim 10 wherein

Y is methyl, ethyl, 1-propyl, 2-propyl or tert-butyl;

R^2 is methyl, ethyl, 2-propyl, cyclopropyl or cyclobutyl;

R^3 is 3,5-bis-trifluoromethyl-benzoyl, (3,5-bis-trifluoromethyl-phenyl)-cyano-methyl, or (3,5-bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl;

R^5 is methyl or trifluoromethyl;

R^6 is hydrogen or methyl.

12. A compound selected from the group consisting of:

(*R*)-4-(3,5-Bis-trifluoromethyl-benzoyl)-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-cyano-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid methyl ester;

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid methyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid isopropyl ester;

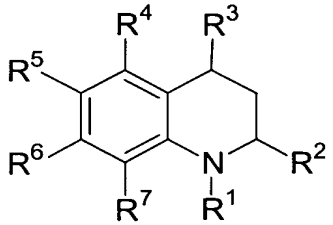
(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6,7-dimethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid isopropyl ester;

(*R,R*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester; and

(*R,S*)-4-[(3,5-Bis-trifluoromethyl-phenyl)-methoxycarbonyl-methyl]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoxaline-1-carboxylic acid ethyl ester;

or a pharmaceutically acceptable salt or prodrug thereof.

13. A compound according to Formula II



Formula II

wherein

R^1 is W-X;

W is carbonyl;

X is –O-Y;

Y for each occurrence is independently $(C_1\text{-}C_6)$alkyl, said $(C_1\text{-}C_6)$alkyl optionally having one to nine fluorines or said $(C_1\text{-}C_6)$alkyl optionally mono-substituted with Z;

wherein Z is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said Z substituent is optionally mono-, di- or tri-substituted independently with halo, $(C_1\text{-}C_4)$alkyl, $(C_1\text{-}C_4)$alkoxy, $(C_1\text{-}C_4)$alkylthio, nitro, cyano, oxo, or $(C_1\text{-}C_4)$alkyloxycarbonyl, said $(C_1\text{-}C_4)$alkyl optionally substituted with from one to nine fluorines;

R^2 is a partially saturated, fully saturated or fully unsaturated $(C_1\text{-}C_4)$ straight or branched carbon chain wherein each carbon, other than the connecting carbon, may optionally be replaced with one heteroatom selected independently from oxygen and sulfur wherein said carbon is optionally mono-, di- or tri-substituted

independently with halo, said carbon chain is optionally mono-substituted with oxo, said carbon is optionally mon-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo,; or said R^2 is a partially saturated, fully saturated or fully unsaturated three to five membered ring optionally having one heteroatom selected independently from oxygen and sulfur;

wherein said R^2 ring is optionally mono-, di- or tri-substituted independently with halo or $(C_1$-$C_6)$alkoxy;

wherein R^3 is $-CH_2NR^8R^9$ or $-C(O)NR^8R^9$;

wherein R^8 and R^9 are independently hydrogen or a $(C_1$-$C_2)$ straight carbon chain wherein at least one of R^8 and R^9 are not hydrogen and wherein said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon, other than the connecting carbon, is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, and said carbon chain is optionally mono, di-, or tri-substituted with V^3, wherein either R^8 or R^9 is substituted with V^3, or both R^8 and R^9 is substituted with V^3;

wherein V^3 is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V^3 substituent is optionally mono-, di-, tri-, tetra- or penta-substituted independently with V^4, $(C_1$-$C_6)$alkyl-V^4, $C(O)$-V^4, O-$(C_0$-$C_6)$alkyl-V^4, $(C_1$-$C_6)$alkyl-O-V^4, halo, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, hydroxy, oxo, amino, nitro, cyano, $(C_1$-$C_4)$alkylthio, $(C_1$-$C_4)$alkylsulfinyl, $(C_1$-$C_4)$alkylsulfonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylsulfonyl, $(C_1$-$C_6)$alkyloxycarbonyl, mono-N- or di-N,N-$(C_1$-$C_6)$alkylamino, wherein said $(C_1$-$C_6)$alkyl substituent is optionally mono-substituted with oxo, wherein said $(C_1$-$C_6)$alkyl substituent is optionally mono-substituted with hydroxy, said $(C_1$-$C_6)$alkyl or $(C_1$-$C_6)$alkoxy substituents are also optionally substituted with from one to nine fluorines;

wherein V^4 is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken

independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V^4 substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C_1-C_6)alkyl, (C_1-C_6)alkoxy, hydroxy, oxo, amino, nitro, cyano, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino wherein said (C_1-C_6)alkyl substituent is optionally mono-substituted with oxo, said (C_1-C_6)alkyl or (C_1-C_6)alkoxy substituent is also optionally substituted with from one to nine fluorines;

or wherein $R^8$and R^9 are taken together to form a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur, and nitrogen or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, selected independently from nitrogen, sulfur and oxygen;

R^4 is hydrogen;

R^5 and R^6 are each independently hydrogen, halo, T, (C_1-C_6)alkoxy or (C_1-C_6)alkyl, said (C_1-C_6)alkoxy or (C_1-C_6)alkyl substituent optionally having from one to nine fluorines or said (C_1-C_6)alkoxy or (C_1-C_6)alkyl substituent optionally mono-substituted with T;

wherein T is a partially saturated, fully saturated or fully unsaturated five to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said T substituent is optionally mono-, di- or tri-substituted independently with halo, (C_1-C_6)alkyl, hydroxy, (C_1-C_6)alkoxy, (C_1-C_4)alkylthio, amino, oxo, carboxy, (C_1-C_6)alkyloxycarbonyl, mono-N- or di-N,N-(C_1-C_6)alkylamino wherein said (C_1-C_6)alkyl substituent optionally has from one to nine fluorines;

R^7 is hydrogen;

or a pharmaceutically acceptable salt or prodrug thereof.

14. A method for treating atherosclerosis, coronary artery disease, coronary heart disease, coronary vascular disease, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia or myocardial infarction in a mammal by administering to a mammal in need of such treatment an atherosclerosis, coronary artery disease, coronary heart disease, coronary vascular

disease, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia or myocardial infarction treating amount of a compound of claim 1, 8, 12 or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug.

15. A method as recited in claim 14 wherein atherosclerosis is treated.

16. A method as recited in claim 14 wherein peripheral vascular disease is treated.

17. A method as recited in claim 14 wherein dyslipidemia is treated.

18. A method as recited in claim 14 wherein hyperbetalipoproteinemia is treated.

19. A method as recited in claim 14 wherein hypoalphalipoproteinemia is treated.

20. A method as recited in claim 14 wherein familial-hypercholesterolemia is treated.

21. A method as recited in claim 14 wherein coronary artery disease is treated.

22. A method as recited in claim 14 wherein myocardial infarction is treated.

23. A pharmaceutical composition which comprises a therapeutically effective amount of a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug and a pharmaceutically acceptable vehicle, diluent or carrier.

24. A pharmaceutical composition for the treatment of atherosclerosis, coronary artery disease, coronary heart disease, coronary vascular disease, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia or myocardial infarction in a mammal which comprises a therapeutically effective amount of a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug and a pharmaceutically acceptable vehicle, diluent or carrier.

25. A pharmaceutical composition for the treatment of atherosclerosis in a mammal which comprises an atherosclerosis treating amount of a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug and a pharmaceutically acceptable vehicle, diluent or carrier.

26. A pharmaceutical combination composition comprising: a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug;

a second compound, said second compound being an HMG CoA reductase inhibitor, an MTP/Apo B secretion inhibitor, a PPAR modulator, a bile acid reuptake inhibitor, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, slow-release niacin, a combination of niacin and lovastatin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid sequestrant; and

a pharmaceutical vehicle, diluent or carrier.

27. A pharmaceutical combination composition as recited in claim 26 wherein the second compound is an HMG-CoA reductase inhibitor or a PPAR modulator.

28. A pharmaceutical combination composition as recited in claim 27 wherein the second compound is lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, rosuvastatin or pitavastatin.

29. A pharmaceutical combination composition as recited in claim 28 further comprising a cholesterol absorption inhibitor.

30. A pharmaceutical combination composition as recited in claim 29 wherein the cholesterol absorption inhibitor is ezetimibe.

31. A method for treating atherosclerosis in a mammal comprising administering to a mammal in need of treatment thereof;

a first compound, said first compound being a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug; and

a second compound, said second compound being an HMG CoA reductase inhibitor, a PPAR modulator, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, slow-release niacin, a combination of niacin and lovastatin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid sequestrant

wherein the amounts of first and second compounds result in a therapeutic effect.

32. A method for treating atherosclerosis as recited in claim 31 wherein the second compound is an HMG-CoA reductase inhibitor or a PPAR modulator.

33. A method for treating atherosclerosis as recited in claim 32 wherein the second compound is lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, rosuvastatin or pitavastatin.

34. A method for treating atherosclerosis as recited in claim 33 further comprising administering a cholesterol absorption inhibitor.

35. A method for treating atherosclerosis as recited in claim 34 wherein the cholesterol absorption inhibitor is ezetimibe.

36. A kit for achieving a therapeutic effect in a mammal comprising packaged in association a first therapeutic agent comprising a therapeutically effective amount of a compound of claim 1, 8, 12, or 13, a prodrug thereof, or a pharmaceutically acceptable salt of said compound or of said prodrug and a pharmaceutically acceptable carrier, a second therapeutic agent comprising a therapeutically effective amount of an HMG CoA reductase inhibitor, a PPAR modulator, a cholesterol absorption inhibitor, a cholesterol synthesis inhibitor, a fibrate, niacin, slow-release niacin, a combination of niacin and lovastatin, an ion-exchange resin, an antioxidant, an ACAT inhibitor or a bile acid sequestrant and a pharmaceutically acceptable carrier and directions for administration of said first and second agents to achieve the therapeutic effect.

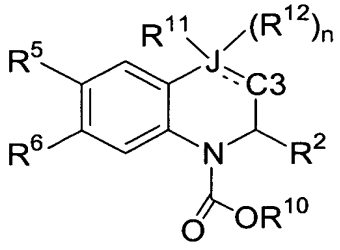
37. A kit as recited in claim 36 wherein said second therapeutic agent comprises an HMG-CoA reductase inhibitor or a PPAR modulator.

38. A kit as recited in claim 37 wherein said second therapeutic agent comprises lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin, rivastatin, rosuvastatin or pitavastatin.

39. A kit as recited in claim 38 further comprising a cholesterol absorption inhibitor.

40. A kit as recited in claim 39 wherein the cholesterol absorption inhibitor is ezetimibe.

41. A compound of Formula III



Formula III

wherein

C3 is carbon;

J is carbon, wherein the bond between C3 and J is a single or double bond;

n is zero if the bond between C3 and J is a double bond or one if the bond between C3 and J is a single bond;

R^2 is (C_1-C_4)alkyl, cyclopropyl or cyclobutyl;

R^5 is CF_3;

R^6 is hydrogen;

R^{10} is a fully saturated (C_1-C_4) straight or branched carbon chain;

R^{11} is halo, hydroxy, –C(O)(O(C_1-C_4)alkyl), –C(O)C(O)(O(C_1-C_4)alkyl), –C(O)NH(O(C_1-C_4)alkyl), or –C(O)N((C_1-C_4)alkyl)(O(C_1-C_4)alkyl);

R^{12} is hydrogen or halo, wherein R^{11} is not halo when R^{12} is halo;

or R^{11} and R^{12} are taken together to form oxo or N_2;

or a pharmaceutically acceptable salt or prodrug thereof.

42. A compound according to claim 41, wherein the compound is:

2-Ethyl-4-iodo-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-4-iodo-6-trifluoromethyl-2H-quinoline-1-carboxylic acid ethyl ester;

4-Chloro-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

4-Bromo-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

4-Diazo-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

4-Chloro-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1,4-dicarboxylic acid 1-ethyl ester 4-methyl ester;

2-Ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1,4-dicarboxylic acid-1-ethyl ester-4-methyl ester;

2-Ethyl-4-(methoxy-methyl-carbamoyl)-6-trifluoromethyll-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-6-trifluoromethyl-2H-quinoline-1,4-dicarboxylic acid-1-ethyl ester-4-methyl ester;

4-Chloro-2-ethyl-4-methoxycarboncarbonyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-4-methoxycarboncarbonyl-6-trifluoromethyl-2H-quinoline-1-carboxylic acid-ethyl ester;

4-Diazo-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

6,7-Dimethoxy-4-methoxycarboncarbonyl-2-methyl- 2H-quinoline-1-carboxylic acid-ethyl ester;

6,7-Dimethoxy- 2-methyl- 3,4-dihydro-2H-quinoline-1,4-dicarboxylic acid-1-ethyl ester-4-methyl ester;

6,7-Dimethoxy-4-(methoxy-methyl-carbamoyl)-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-4-hydroxy-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-4-oxo-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester;

2-Ethyl-4-hydroxy-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid methyl ester;

2-Ethyl-4-oxo-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid methyl ester;

2-Ethyl-4-hydroxy-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 1-propyl ester;

2-Ethyl-4-oxo-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 1-propyl ester;

2-Ethyl-4-hydroxy-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 2-propyl ester;

2-Ethyl-4-oxo-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 2-propyl ester;

2-Ethyl-4-hydroxy-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid *tert*-butyl ester;

2-Ethyl-4-oxo-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid *tert*-butyl ester; or

2-Ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1,4-dicarboxylic acid-1-ethyl ester-4-methyl ester;

or a pharmaceutically acceptable salt or prodrug thereof.